

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Heritage Power, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 38 - 4 1 1 9 7 7 5

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1360 Post Oak Blvd., Suite 2000

Number Street

Number Street

Houston, TX 77056

P.O. Box

City State ZIP Code

City State ZIP Code

Harris

County

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

| | | | |
|---|---------------------|------------------------|--|
| Debtor | Heritage Power, LLC | Case number (if known) | |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <p>6. Type of debtor</p> </div> <div style="width: 70%;"> <p><input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))</p> <p><input type="checkbox"/> Partnership (excluding LLP)</p> <p><input type="checkbox"/> Other. Specify: _____</p> </div> </div> | | | |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <p>7. Describe debtor's business</p> </div> <div style="width: 70%;"> <p>A. Check one:</p> <p><input type="checkbox"/> Health Care Business (as defined in 11 U.S.C. § 101(27A))</p> <p><input type="checkbox"/> Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))</p> <p><input type="checkbox"/> Railroad (as defined in 11 U.S.C. § 101(44))</p> <p><input type="checkbox"/> Stockbroker (as defined in 11 U.S.C. § 101(53A))</p> <p><input type="checkbox"/> Commodity Broker (as defined in 11 U.S.C. § 101(6))</p> <p><input type="checkbox"/> Clearing Bank (as defined in 11 U.S.C. § 781(3))</p> <p><input checked="" type="checkbox"/> None of the above</p> <hr style="border: 1px solid black;"/> <p>B. Check all that apply:</p> <p><input type="checkbox"/> Tax-exempt entity (as described in 26 U.S.C. § 501)</p> <p><input type="checkbox"/> Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)</p> <p><input type="checkbox"/> Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))</p> <hr style="border: 1px solid black;"/> <p>C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes.</p> <p style="text-align: center; font-size: 1.2em;">2 2 1 1</p> </div> </div> | | | |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <p>8. Under which chapter of the Bankruptcy Code is the debtor filing?</p> <p style="font-size: 0.8em; margin-top: 10px;">A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.</p> </div> <div style="width: 70%;"> <p>Check one:</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11. Check all that apply:</p> <div style="margin-left: 20px;"> <p><input type="checkbox"/> The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).</p> <p><input type="checkbox"/> The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p> <p><input type="checkbox"/> The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the <i>Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11</i> (Official Form 201A) with this form.</p> <p><input type="checkbox"/> The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.</p> </div> <p><input type="checkbox"/> Chapter 12</p> </div> </div> | | | |

Debtor Heritage Power, LLC Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
 District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor See attached Rider Relationship _____
 District _____ When _____
MM / DD / YYYY
 Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Heritage Power, LLC

Debtor

Name

Case number (if known)

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/24/2023
MM / DD / YYYY

 /s/ David Freysinger

Signature of authorized representative of debtor

Title President

David Freysinger

Printed name

Debtor Heritage Power, LLC

Name

Case number (if known) _____

18. Signature of attorney

x /s/ Charles A. Beckham, Jr.

Signature of attorney for debtor

Date

01/24/2023

MM / DD / YYYY

Charles A. Beckham, Jr.

Printed name

Haynes and Boone, LLP

Firm name

1221 McKinney Street, Suite 4000

Number Street

Houston

City

TX

State

77010

ZIP Code

713-547-2000

Contact phone

charles.beckham@haynesboone.com

Email address

02016600

Bar number

Texas

State

RIDER 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Heritage Power, LLC.

Heritage Power, LLC

Blossburg Power, LLC

Brunot Island Power, LLC

Gilbert Power, LLC

Hamilton Power, LLC

Heritage Power Intermediate Holdings, LLC

Heritage Power Marketing, LLC

Hunterstown Power, LLC

Mountain Power, LLC

New Castle Power, LLC

Niles Power, LLC

Orrtanna Power, LLC

Portland Power, LLC

Sayreville Power, LLC

Shawnee Power, LLC

Shawville Power, LLC

Titus Power, LLC

Tolna Power, LLC

Warren Generation, LLC

**OMNIBUS WRITTEN CONSENT
OF THE
BOARD OF MANAGERS, MEMBERS, INDEPENDENT MANAGERS AND OTHER
GOVERNING BODIES**

January 22, 2023

Effective as of the date written above, the members of the respective board of managers, members, independent managers, or other governing bodies (each, a “Governing Body”), as applicable, of each of the entities listed on Annex A attached hereto (each a “Company” and collectively, the “Companies”) hereby waive any and all requirements for calling, giving notice of and holding a meeting of the Governing Body and, in lieu of such meeting and pursuant to applicable law and their Governing Documents (as defined below), take the following actions and adopt the following resolutions by written consent (this “Written Consent”), pursuant to the limited liability company agreement or similar governing document of each respective Company (as amended, restated or modified from time to time, as applicable, the “Governing Documents”) and the laws of the state of formation or organization of each Company as set forth next to each Company’s name on Annex A.

WHEREAS, the Governing Body of each Company has reviewed and considered presentations by the management and the financial and legal advisors (collectively, the “Advisors”) of the Companies regarding (i) the liabilities and liquidity of each Company, the strategic alternatives available to it and the effect of the foregoing on each Company’s business and (ii) certain proposed restructuring and recapitalization transactions with respect to the Companies’ capital structure (the “Restructuring Transactions”);

WHEREAS, the Governing Body of each Company has had the opportunity to consult with the management and the Advisors and to fully consider the Restructuring Transactions and other strategic alternatives available to such Company and deems it advisable and in the best interests of such Company to consummate the Restructuring Transactions pursuant to and to enter into that certain restructuring support agreement, by and among the Companies and the Consenting Stakeholders (as defined therein), in substantially the form presented to each Governing Body on or in advance of the date hereof (the “Restructuring Support Agreement”); and

WHEREAS, in connection with the consummation of the Restructuring Transactions, the Governing Body of each Company deems it is advisable and in the best interests of such Company, after considering the interests of its creditors and other parties in interest, that such Company file a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) and/or any other petition for relief or recognition or other order that may be desirable under applicable law in the United States.

RESTRUCTURING SUPPORT AGREEMENT AND CHAPTER 11 CASES

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Restructuring Support Agreement be, and hereby are, approved, adopted, ratified, and confirmed in all respects;

FURTHER RESOLVED, that any of the Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, Treasurer, Assistant Treasurer, Controller, any Vice President, General Counsel, Secretary, Assistant Secretary or any other duly appointed officer of each Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and each of them here is, authorized, empowered, and directed to execute, deliver, and cause the performance of, in the name and on behalf of the Companies, as applicable, the Restructuring Support Agreement, with such changes therein, deletions therefrom or additions thereto, as any of the Authorized Signatories, acting in good faith, shall approve, the execution and delivery thereof to be conclusive evidence of the approval thereof by such Authorized Signatory and the Company’s performance of its obligations under the Restructuring Support Agreement, including the negotiation and documentation of the chapter 11 plan, and all exhibits, schedules, attachments, and ancillary documents or agreements related thereto, is, in all respects, approved and authorized;

FURTHER RESOLVED, that each Company shall be, and hereby is, in all respects, authorized to file, or cause to be filed, the Chapter 11 Case in the Bankruptcy Court and/or file or cause to be filed any other petition for relief or recognition or other order in connection with the Restructuring Transactions;

FURTHER RESOLVED, that any of the Authorized Signatories, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions (including any motions for use of cash collateral), papers or documents and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of such Company’s business;

FURTHER RESOLVED, that each of the Companies are hereby authorized to pay, or cause to be paid, all fees and expenses incurred in connection with the Restructuring Transactions, including, but not limited to, the Restructuring Support Agreement, Chapter 11 Case and the transactions contemplated thereby, and all fees and expenses appropriate in order to effectuate the purposes and intent of the Restructuring Transactions, the Restructuring Support Agreement, the Chapter 11 Case and these resolutions;

FURTHER RESOLVED, that any of the Authorized Signatories, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed, in the name and on behalf of each Company, to take all action to notify, or to obtain any authorizations, consents, waivers or approvals of, any third party that such Authorized Signatory deems necessary, appropriate or advisable in order to carry out the Restructuring Transactions, including, but not limited to, terms and provisions of the Restructuring Support Agreement, the Chapter 11 Case and the transactions contemplated thereby; and

FURTHER RESOLVED, that in connection with the entry into the Restructuring Support Agreement and other agreements contemplated therein, Heritage Power, LLC and Heritage Power Marketing, LLC, as “Service Recipients”, are authorized, empowered and directed to enter into that certain Transition Services Agreement with Genon Energy Services, LLC, as “Service Provider”, and Genon Holdings, LLC, as “Sponsor” (the “Transition Services Agreement”), which shall effectively terminate that certain (i) Master Services Agreement dated July 30, 2019 by and between the Service Provider, Service Recipient and Sponsor (the “MSA”), (ii) Operating Maintenance Agreement dated July 30, 2019 between Service Provider and Service Recipient (the “O&M Agreement”), and (iii) Sponsor EMA Reimbursement Agreement dated as of July 30, 2019 between Heritage Power Marketing, LLC and Sponsor (the “Reimbursement Agreement” and together with the MSA and O&M Agreement, the “Existing Services Agreements”);

FURTHER RESOLVED, the Authorized Signatories, acting alone or with one or more other Authorized Signatories be, and each of them here is, authorized, empowered, and directed to execute, deliver, and cause the performance of, in the name and on behalf of the Companies, as applicable, the Transition Services Agreement, with such changes therein, deletions therefrom or additions thereto, as any of the Authorized Signatories, acting in good faith, shall approve, the execution and delivery thereof to be conclusive evidence of the approval thereof by such Authorized Signatory.

RETENTION OF PROFESSIONALS

FURTHER RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Haynes and Boone LLP (“Haynes and Boone”) as general bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations, including filing any motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Haynes and Boone;

FURTHER RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC (“A&M”) as restructuring and financial advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of A&M;

FURTHER RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to interview and employ any valuation firm deemed necessary by the Authorized Signatories or its advisors to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention

agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any such valuation firm;

FURTHER RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ an investment banker, if necessary, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of such investment banker;

FURTHER RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Epiq Corporate Restructuring, LLC ("Epiq") as notice, claims, and solicitation agent to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Epiq;

FURTHER RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

FURTHER RESOLVED, that each of the Authorized Signatories be, and they hereby are, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper or desirable in connection with each Company's Chapter 11 Case, with a view to the successful prosecution of such case.

CASH COLLATERAL AND ADEQUATE PROTECTION

RESOLVED, that each Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), which is security for certain prepetition secured lenders (collectively, the "Secured Lenders") party to that certain credit and guaranty agreement, dated as of July 30, 2019 (as amended, restated, supplemented or otherwise modified from time to time), by and among Heritage Power, LLC, as borrower, certain subsidiaries of the borrower, Jefferies Finance LLC, as administrative agent, and the other lenders and letter of credit issuers party thereto from time to time; and

FURTHER RESOLVED, that to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, each Company will provide certain

liens, claims, and adequate protection to the Secured Lenders as documented in proposed interim and final orders submitted for approval to the Bankruptcy Court.

GENERAL AUTHORIZATION AND RATIFICATION

RESOLVED, that each of the Authorized Signatories be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Companies and their subsidiaries, including as the partner, general partner, sole member, member, managing member, or manager of each applicable subsidiary of any such Company, if any, whether existing now or in the future, in each case, to consummate the transactions contemplated by the foregoing resolutions, to take or cause to be taken any and all further actions, to execute and deliver, or cause to be executed and delivered, all other documents, instruments, agreements, undertakings, and certificates of any kind and nature whatsoever, to incur and pay all fees and expenses, and to engage such persons as such Authorized Signatory may determine to be necessary, advisable, or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions, and the execution by such Authorized Signatory of any such documents, instruments, agreements, undertakings, and certificates, the payment of any fees and expenses, or the engagement of such persons, or the taking by such Authorized Signatory of any action in connection with the foregoing matters shall conclusively establish such Authorized Signatory's authority therefor and the acceptance, authorization, adoption, ratification, approval, confirmation, and adoption by the Companies; and

FURTHER RESOLVED, that any actions taken by any Authorized Signatory of any Company prior to the date hereof which would have been authorized by these resolutions, but for the fact that such actions were taken prior to the date hereof, be, and hereby are, authorized, ratified, confirmed, adopted, and approved in all respects as the acts and deeds of such Company, as the case may be.

This Written Consent may be executed in originals or electronically in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Written Consent.

* * *

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date first set forth above.

HERITAGE POWER HOLDINGS, LLC:

In its capacity as the sole member of HERITAGE
POWER INTERMEDIATE HOLDINGS, LLC

By: 
Name: David Freysinger
Title: President

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date first set forth above.

**HERITAGE POWER INTERMEDIATE
HOLDINGS, LLC,**

In its capacity as the sole member of Heritage Power,
LLC:

By: _____

Name: David Freysinger

Title: President

Board of Managers:

David Freysinger

Alejandro (Alex) Mazier

Eugene I. Davis

Steven J. Pully, Independent Manager

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date first set forth above.

**HERITAGE POWER INTERMEDIATE
HOLDINGS, LLC,**

In its capacity as the sole member of Heritage Power, LLC:

By: _____

Name: David Freysinger

Title: President

Board of Managers:

David Freysinger



Alejandro (Alex) Mazier

Eugene I. Davis

Steven J. Pully, Independent Manager

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date first set forth above.

**HERITAGE POWER INTERMEDIATE
HOLDINGS, LLC,**

In its capacity as the sole member of Heritage Power,
LLC:

By: _____

Name: David Freysinger

Title: President

Board of Managers:

David Freysinger

Alejandro (Alex) Mazier



Eugene I. ~~Davis~~

Steven J. Pully, Independent Manager

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date first set forth above.

**HERITAGE POWER INTERMEDIATE
HOLDINGS, LLC,**

In its capacity as the sole member of Heritage Power,
LLC:

By: _____

Name: David Freysinger

Title: President

Board of Managers:

David Freysinger

Alejandro (Alex) Mazier

Eugene I. Davis

A handwritten signature in dark ink, appearing to read "Steven J. Pully", written over a horizontal line.

Steven J. Pully, Independent Manager

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date first set forth above.

HERITAGE POWER, LLC,

In its capacity as the sole member of:

Hunterstown Power, LLC

Shawnee Power, LLC

Orrtanna Power, LLC

Titus Power, LLC

Blossburg Power, LLC

Hamilton Power, LLC

Niles Power, LLC

Tolna Power, LLC

Warren Generation, LLC

Heritage Power Marketing, LLC

New Castle Power, LLC

Brunot Island Power, LLC

Portland Power, LLC

Mountain Power, LLC

Shawville Power, LLC

By: _____




Name: David Freysinger

Title: President

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date first set forth above.

SHAWVILLE POWER, LLC,
In its capacity as the sole member of:
Gilbert Power, LLC
Sayreville Power, LLC

By:  _____
Name: David Freysinger
Title: President

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date first set forth above.

STEVEN J. PULLY,

In his capacity as the sole Independent Manager of:

Heritage Power, LLC

Hunterstown Power, LLC

Shawnee Power, LLC

Orrtanna Power, LLC

Titus Power, LLC

Blossburg Power, LLC

Hamilton Power, LLC

Niles Power, LLC

Tolna Power, LLC

Warren Generation, LLC

Heritage Power Marketing, LLC

New Castle Power, LLC

Brunot Island Power, LLC

Portland Power, LLC

Mountain Power, LLC

Shawville Power, LLC

Gilbert Power, LLC

Sayreville Power, LLC



By: _____

Name: Steven J. Pully

Annex A

| Company | Jurisdiction |
|---|---------------------|
| Heritage Power Intermediate Holdings, LLC | Delaware |
| Heritage Power, LLC | Delaware |
| Hunterstown Power, LLC | Delaware |
| Shawnee Power, LLC | Delaware |
| Orrtanna Power, LLC | Delaware |
| Titus Power, LLC | Delaware |
| Blossburg Power, LLC | Delaware |
| Hamilton Power, LLC | Delaware |
| Niles Power, LLC | Delaware |
| Tolna Power, LLC | Delaware |
| Warren Generation, LLC | Delaware |
| Heritage Power Marketing, LLC | Delaware |
| New Castle Power, LLC | Delaware |
| Brunot Island Power, LLC | Delaware |
| Portland Power, LLC | Delaware |
| Mountain Power, LLC | Delaware |
| Shawville Power, LLC | Delaware |
| Gilbert Power, LLC | Delaware |
| Sayreville Power, LLC | Delaware |

Fill in this information to identify the case:

Debtor name: Heritage Power, LLC, et al.,

United States Bankruptcy Court for the: Southern District of Texas

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|----|--|--|---|--|---|---|-----------------|
| | | | | | if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | COLUMBIA GAS OF PENNSYLVANIA ATTN: MARK KEMPIC 290 W NATIONWIDE BLVD COLUMBUS, OH 43215 | MARK KEMPIC PRESIDENT AND CHIEF OPERATING OFFICER EMAIL - mkempic@columbiagaspa.com PHONE - 412-521-1219 | Trade Payable | Unliquidated | | | UNDETERMINED |
| 2 | EASTERN GAS TRANSMISSION AND STORAGE ATTN: SCOTT THON 925 WHITE OAKS BLVD BRIDGEPORT, WV 26630 | SCOTT THON PRESIDENT OF OPERATIONS EMAIL - scott.thon@brkenrgy.com PHONE - 403-284-4224 | Trade Payable | Unliquidated | | | UNDETERMINED |
| 3 | ELIZABETHTOWN GAS COMPANY ATTN: CHRISTIE MCMULLEN 520 GREEN LANE UNION, NJ 07083 | CHRISTIE MCMULLEN PRESIDENT AND CHIEF OPERATIONS OFFICER EMAIL - christiemcmullen@elizabethtowngas.com PHONE - 301-503-1535 | Trade Payable | Unliquidated | | | UNDETERMINED |
| 4 | NATIONAL FUEL GAS DISTRIBUTION ATTN: DAVID BAUER 6363 MAIN ST WILLIAMSVILLE, NY 14221 | DAVID BAUER PRESIDENT AND CHIEF EXECUTIVE OFFICER EMAIL - bauerd@natfuel.com PHONE - 716-432-4294 | Trade Payable | Unliquidated | | | UNDETERMINED |
| 5 | PEOPLES NATURAL GAS COMPANY LLC ATTN: MICHAEL HUWAR 375 NORTH SHORE DR SUITE 400 PITTSBURGH, PA 15212 | MICHAEL HUWAR PRESIDENT EMAIL - michael.huwar@peoples-gas.com PHONE - 412-818-0349 | Trade Payable | Unliquidated | | | UNDETERMINED |
| 6 | PPG SHAWVILLE PIPELINE LLC ATTN: ERIC KOWALSKI 3500 EAST COLLEGE AVE SUITE 1300 BOX 6 STATE COLLEGE, PA 16801 | ERIC KOWALSKI CHIEF FINANCIAL OFFICER EMAIL - eric@ppgoilandgas.com PHONE - 724-422-2002 | Trade Payable | Unliquidated | | | UNDETERMINED |
| 7 | TENNESSEE GAS PIPELINE COMPANY, LLC ATTN: WAYNE SIMMONS 1001 LOUISIANA STREET HOUSTON, TX 77002 | WAYNE SIMMONS CHIEF OPERATING OFFICER EMAIL - wayne_simmons@kindermorgan.com PHONE - 813-247-4463 | Trade Payable | Unliquidated | | | UNDETERMINED |
| 8 | UGI CENTRAL PENN GAS, INC. ATTN: DAVE TREGO 1 UGI DRIVE DENVER, PA 17517 | DAVE TREGO PRESIDENT AND CHIEF EXECUTIVE OFFICER EMAIL - dtrego@ugi.com PHONE - 610-796-3500 | Trade Payable | Unliquidated | | | UNDETERMINED |
| 9 | TURBINE RESOURCES UNLIMITED INC ATTN: BILLY HOWARD 1056 ROUTE 20 EAST WEST WINFIELD, NY 13491 | BILLY HOWARD PRESIDENT EMAIL - bhoward@calltru.com PHONE - 315-822-6893 | Trade Payable | | | | \$ 58,081 |
| 10 | GAI CONSULTANTS INC ATTN: GARY DEJIDAS 385 EAST WATERFRONT DR HOMESTEAD, PA 15120-5005 | GARY DEJIDAS PRESIDENT AND CEO EMAIL - g.dejidas@gaiconsultants.com PHONE - 407-493-2287 | Trade Payable / Trade Payable – Accrual | Contingent | | | \$ 49,349 |
| 11 | EQUIPMENT & CONTROLS INC ATTN: DAN SMITH 2 PARK DRIVE LAWRENCE, PA 15055 | DAN SMITH PRESIDENT EMAIL - dan.smith@eci.us PHONE - 724-820-2006 | Trade Payable / Trade Payable – Accrual | Contingent, Unliquidated | | | \$ 38,983 |
| 12 | MOODY'S INVESTOR SERVICE ATTN: WARREN KORNFELD 99 CHURCH STREET NEW YORK, NY 10007 | WARREN KORNFELD SENIOR VICE PRESIDENT EMAIL - warren.kornfeld@moodyys.com PHONE - 908-432-4497 | Trade Payable – Accrual | Contingent | | | \$ 38,193 |
| 13 | THE EMPYREAN GROUP LLC ATTN: SUSHIL JAIN 1108 OHIO RIVER BLVD STE 805 SEWICKLEY, PA 15143-2049 | SUSHIL JAIN PRESIDENT AND CHIEF EXECUTIVE OFFICER EMAIL - scjain@empyreanonline.com PHONE - 412-528-1573 | Trade Payable / Trade Payable – Accrual | Contingent, Unliquidated | | | \$ 36,229 |
| 14 | JERSEY CENTRAL POWER & LIGHT ATTN: SAM BELCHER 76 SOUTH MAIN STREET AKRON, OH 44308 | SAM BELCHER SENIOR VICE PRESIDENT EMAIL - sbelcher@firstenergycorp.com PHONE - 718-921-8124 | Trade Payable | | | | \$ 31,121 |

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|----|--|--|---|--|---|---|-----------------|
| | | | | | if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 15 | AIRMAIC COMPRESSOR SYSTEMS INC ATTN: WILLIAM VOWTERAS 700 WASHINGTON AVE CARLSTADT, NJ 07072-3007 | WILLIAM VOWTERAS PRESIDENT AND CHIEF EXECUTIVE OFFICER EMAIL - vvowteras@airmaticcompressor.com PHONE - 551-486-2364 | Trade Payable | | | | \$ 30,408 |
| 16 | STEVENS ENGINEERS & CONSTRUCTORS ATTN: VICKI ANDERSON 7850 FREEWAY CIRCLE SUITE 100 MIDDLEBURG, OH 44130 | VICKI ANDERSON CHAIRMAN AND CHIEF EXECUTIVE OFFICER EMAIL - vanderson@stevenssec.com PHONE - 724-873-4700 | Trade Payable | | | | \$ 28,750 |
| 17 | POWERHOUSE EQUIPMENT ENGINEERING ATTN: MACHELLE MOREY 240 CREEK RD DELANCO, NJ 08075-5202 | MACHELLE MOREY VICE PRESIDENT AND GENERAL COUNSEL EMAIL - machelles.morey@us.atlascopco.com PHONE - 847-981-8995 | Trade Payable | | | | \$ 23,928 |
| 18 | KEYSTONE TECHNOLOGY SERVICES LLC ATTN: JEFF KONICKY 110 MIZEL LANE JOHNSTOWN, PA 15902-1327 | JEFF KONICKY OWNER EMAIL - jeff@konicky.com PHONE - 814-619-9796 | Trade Payable | | | | \$ 16,282 |
| 19 | HYDROTEX DYNAMICS INC ATTN: AARON JOHNSON 6320 CUNNINGHAM ROAD HOUSTON, TX 77041 | AARON JOHNSON PRESIDENT EMAIL - ajohnson@hydro-tex.com PHONE - 936-697-9656 | Trade Payable | | | | \$ 15,779 |
| 20 | PLANT SERVICES GROUP INC ATTN: CHRIS O'NEILL 188 BLOSE DRIVE PUNXSUTAWNEY, PA 15767 | CHRIS O'NEILL PRESIDENT AND CHIEF EXECUTIVE OFFICER EMAIL - coneill@plantservicesgroup.com PHONE - 630-588-0333 | Trade Payable | | | | \$ 15,464 |
| 21 | BRANDSAFWAY INDUSTRIES LLC ATTN: KARL FESSENDEN 501 ROBB ST MCKEES ROCKS, PA 15136-2882 | KARL FESSENDEN CHIEF EXECUTIVE OFFICER EMAIL - kfessenden@brandsafway.com PHONE - 404-610-6720 | Trade Payable | | | | \$ 12,541 |
| 22 | SIEMENS ENERGY INC ATTN: RICH VOORBERG 4400 ALAFAYA TRAIL ORLANDO, FL 32826-2399 | RICH VOORBERG PRESIDENT, NORTH AMERICA EMAIL - rich@siemens.com | Trade Payable | | | | \$ 11,289 |
| 23 | PREDICTIVE MAINTENANCE SOLUTIONS IN ATTN: AMY WYNN 768 N. BETHLEHEM PIKE SUITE 201 LOWER GWYNEDD, PA 19002 | AMY WYNN VICE PRESIDENT AND BUSINESS DIRECTOR EMAIL - amy.wynn@pdm-solutions.com PHONE - 215-346-2870 | Trade Payable | | | | \$ 11,076 |
| 24 | MALARK LOGISTICS INC ATTN: SHERYL MALARK 9100 85TH AVE N STE 200 BROOKLYN PARK, MN 55445-2169 | SHERYL MALARK PRESIDENT EMAIL - smalark@malark.com PHONE - 763-420-6686 / 763-428-3564 | Trade Payable / Trade Payable - Accrual | Contingent, Unliquidated | | | \$ 10,011 |
| 25 | AIRGAS USA LLC ATTN: MARCELO FIORANELLI 259 NORTH RADNOR-CHESTER ROAD SUITE 100 RADNOR, PA 19087-5283 | MARCELO FIORANELLI CHIEF EXECUTIVE OFFICER EMAIL - marcelo.fioranelli@airgas.com PHONE - 800-255-2165 FAX - 610-687-6932 | Trade Payable | | | | \$ 8,930 |
| 26 | TEKSOLV INC ATTN: JOHN MOUSER 130 EXECUTIVE DR STE 5 NEWARK, DE 19702-3349 | JOHN MOUSER OWNER EMAIL - jmouser@teksolv.com PHONE - 302-382-7021 | Trade Payable | | | | \$ 8,556 |
| 27 | ALLEGHENY FIELD SERVICES ATTN: DEAN GINDLESPERGER 629 ELDER STREET JOHNSTOWN, PA 15902 | DEAN GINDLESPERGER MANAGING PARTNER EMAIL - dgindlesperger@gmail.com PHONE - 814-525-0237 | Trade Payable | | | | \$ 7,500 |
| 28 | SIEMENS LARGE DRIVES LLC ATTN: MICHAEL REICHL 100 TECHNOLOGY DRIVE ALPHARETTA, GA 30005 | MICHAEL REICHL PRESIDENT AND CHIEF EXECUTIVE OFFICER EMAIL - michael.reichle@siemens-logistics.com | Trade Payable - Accrual | Contingent, Unliquidated | | | \$ 6,349 |
| 29 | BATTERY SYSTEMS INC ATTN: TERRY BROADDRICK 490 CRILE ROAD WASHINGTON, PA 15301 | TERRY BROADDRICK PRESIDENT EMAIL - terryb@batterysystemsinc.com PHONE - 724-225-5847 | Trade Payable | | | | \$ 6,182 |
| 30 | FASTENAL CO ATTN: DANIEL FLORNESS 2001 THEURER BLVD WINONA, MN 55987 | DANIEL FLORNESS PRESIDENT AND CHIEF EXECUTIVE OFFICER EMAIL - daniel_florness@fastenal.com PHONE - 507-452-4546 | Trade Payable | | | | \$ 6,054 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---------------------|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| HERITAGE POWER, LLC |) | Case No. 23-_____ (___) |
| |) | |
| Debtor. |) | |
| |) | |

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Heritage Power, LLC hereby provides the following list of holders of equity interests:

| Name and Address of Interest Holder | Percentage of Interests Held |
|---|------------------------------|
| Heritage Power Intermediate Holdings, LLC 1360 Post Oak Blvd., Suite 2000 Houston, TX 77056 | 100% Membership Interest |

DATED: January 24, 2023

HERITAGE POWER, LLC.

By: /s/ David Freysinger
David Freysinger
President

Fill in this information to identify the case and this filing:

Debtor Name Heritage Power, LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership and List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/24/2023
MM / DD / YYYY

☒ /s/ David Freysinger
Signature of individual signing on behalf of debtor

David Freysinger

Printed name

President

Position or relationship to debtor